IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO.645 OF 2005
CONNECTED WITH
COMPANY APPLICATION NO.564 OF 2005

WITH

COMPANY PETITION NO.646 OF 2005
CONNECTED WITH
COMPANY APPLICATION NO.565 OF 2005

WITH

COMPANY PETITION NO.647 OF 2005
CONNECTED WITH
COMPANY APPLICATION NO.566 OF 2005

WITH

COMPANY PETITION NO.648 OF 2005
CONNECTED WITH
COMPANY APPLICATION NO.567 OF 2005

In the matter of the Companies Act, 1956 :

And

In the matter of Sections 391 and 394 of the Companies Act, 1956 ;

And

In the matter of Scheme of Amalgamation of Frisco International Pvt. Ltd. and Goenka Fashions Pvt. Ltd. and Khyati Engineering Pvt. Ltd. and Premium Novelties Pvt. Ltd. with Texport Syndicate (India) Ltd.

Frisco International Pvt. Ltd. ....Petitioner

WITH

Goenka Fashions Pvt.Ltd. ....Petitioner

WITH

Khyati Engineering Pvt.Ltd. ....Petitioner

WITH

Premium Novelties Pvt.Ltd. ....Petitioner

Mr.Rajesh Shah for the Petitioners.
Mr.C.J. Joy with Mr.D.A. Dube panel Counsel i/b T.C. Kaushik for Regional Director, Department of Company Affairs Maharashtra, Mumbai.
Mr.S.C. Gupta, Official Liquidator present.

CORAM : S.J. VAZIFDAR, J.
DATED : 20TH JANUARY, 2006.

P.C. :

1. The Petitions are filed seeking sanction of a scheme of amalgamation between the Petitioners - Frisco International Pvt. Ltd., Goenka Fashions Pvt. Ltd., Khyati Engineering Pvt. Ltd. and Premium Novelties Pvt. Ltd. i.e. the transferor companies and Texport Syndicate (India) Ltd. i.e. the transferee company. The requirements and procedures have been complied with.

2. The Official Liquidator in his report stated that the affairs of the transferor companies have not been conducted in a manner prejudicial to the interest of its members or to the public interest. The Regional

Director in his affidavit stated that the scheme is not prejudicial to the interest of the creditors and the shareholders.

3. The Petition is made absolute in terms of prayers (a) to (m).

4. Costs of the Regional Director and the Official Liquidator fixed at Rs.2500/- each.

. Filing and issuance of the drawn up order is dispensed with.

. All concerned parties to act on an ordinary copy of this order duly authenticated by the Company Registrar of this Court.